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# **CONFLICT OF INTEREST POLICY**

## **BEGIN WITHIN FOUNDATION**

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### **ARTICLE I – PURPOSE**

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The purpose of this Conflict of Interest Policy is to protect the interests of Begin Within Foundation (“the Foundation”), an Ohio nonprofit corporation recognized as a tax-exempt public charity under Section 501(c)(3) of the Internal Revenue Code.

This policy is intended to ensure that decisions are made solely in the best interests of the Foundation and its charitable mission and not for personal gain. It is designed to comply with applicable federal and Ohio laws governing nonprofit organizations.

### **ARTICLE II – PERSONS COVERED**

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This policy applies to all:

- Directors
- Officers
- Committee members
- Employees
- Volunteers with decision-making authority

Each covered person has a duty to place the interests of the Foundation above personal, professional, financial, or family interests when acting on behalf of the Foundation.

### **ARTICLE III – DEFINITION OF CONFLICT OF INTEREST**

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A conflict of interest exists whenever a person’s personal, financial, business, family, or professional interests could influence, or appear to influence, their judgment regarding Foundation matters.

Conflicts may include, but are not limited to:

- Ownership or employment in a business that provides goods or services to the Foundation
- Receipt of compensation or benefits from a transaction involving the Foundation
- Family relationships with another director, officer, employee, contractor, donor, or vendor
- Participation in decisions affecting one’s own compensation or employment

- Any transaction that may result in personal gain or preferential treatment

## **ARTICLE IV – DUTY TO DISCLOSE**

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Any person who becomes aware of an actual, potential, or perceived conflict of interest must promptly disclose all relevant facts to the Board of Directors before any discussion or decision is made regarding the matter.

Disclosure shall be documented in the meeting minutes.

## **ARTICLE V – DETERMINATION OF CONFLICT**

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After disclosure:

- The interested person may present relevant information and answer questions.
- The interested person shall then leave the meeting during discussion and voting on the matter.
- The remaining disinterested directors shall determine whether a conflict of interest exists.
- The determination shall be recorded in the meeting minutes.

## **ARTICLE VI – PROCEDURES FOR ADDRESSING A CONFLICT**

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If a conflict of interest is determined to exist:

- The Board shall consider whether an alternative arrangement is available that would avoid the conflict.
- If no better alternative is available, the Board may approve the transaction only if the conditions below are met.
- It is fair and reasonable.
- It advances the Foundation's charitable mission.
- It is in the best interests of the Foundation.
- The decision is made by a majority of disinterested directors.

## **ARTICLE VII – COMPENSATION MATTERS**

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No person may participate in or vote on decisions concerning their own compensation, benefits, employment terms, or reimbursement.

Any compensation paid by the Foundation must be reasonable and consistent with services provided.

The Board shall document the basis for compensation decisions in meeting minutes.

## **ARTICLE VIII – RELATED PARTY TRANSACTIONS**

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Transactions involving directors, officers, employees, volunteers, family members, or businesses owned or controlled by such persons shall receive heightened review.

The Foundation shall not enter into any transaction that provides an improper private benefit to any individual.

Any transaction involving a related party must:

- Be fully disclosed
- Be reviewed by disinterested directors
- Be documented in writing
- Be determined to be fair, reasonable, and in the Foundation’s best interests

## **ARTICLE IX – FAMILY RELATIONSHIPS**

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Directors, officers, employees, and volunteers shall disclose family relationships with any person involved in Foundation governance, employment, contracting, or funding decisions.

Family relationships include:

- Spouses
- Domestic partners
- Parents
- Children
- Siblings
- Grandparents
- Grandchildren
- In-laws
- Any household member

## **ARTICLE X – RECORDS OF PROCEEDINGS**

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The minutes of Board meetings shall include:

- The name of the interested person
- The nature of the conflict

- Any alternatives considered
- The names of persons participating in discussion and voting
- The final decision and vote outcome

## **ARTICLE XI – ANNUAL DISCLOSURE STATEMENTS**

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Each director, officer, employee, and committee member shall annually sign a Conflict of Interest Disclosure Statement affirming that they:

- Have received a copy of this policy
- Have read and understand the policy
- Agree to comply with the policy
- Have disclosed any known conflicts of interest

## **ARTICLE XII – VIOLATIONS**

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If the Board has reasonable cause to believe that an individual has failed to disclose an actual or potential conflict of interest, the Board shall provide an opportunity for explanation.

If a violation is found, the Board may take corrective action deemed appropriate under the circumstances.

## **ARTICLE XIII – POLICY REVIEW**

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The Board shall review this policy annually and make revisions as necessary to ensure continued compliance with applicable laws and best practices.

## **ADOPTION**

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This Conflict of Interest Policy was adopted by the Board of Directors of Begin Within Foundation on \_\_\_\_\_.

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Board Founder / President

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Secretary